SEC Form 3

FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>*</sup> Brigade Capital Management GP, LLC			Date of Even equiring State lonth/Day/Yea 1/17/2017	ment	3. Issuer Name and Ticker or Trading Symbol <u>MAGNACHIP SEMICONDUCTOR Corp</u> [ MX ]					
(Last) 399 PARK AV 16TH FLOOR	399 PARK AVENUE				4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title below)	on(s) to Issuer 10% Owner Other (spec below)	. (Mor ify 6. Inc	<ul> <li>5. If Amendment, Date of Original Filed (Month/Day/Year)</li> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> </ul>		
(Street) NEW YORK	NY 10022				Delow)	Delow)	X		/ One Reporting Person / More than One erson	
(City)	(State) (Zip)			n Davisso	tive Coovertice Deveticiel					
1. Title of Security (Instr. 4)				2	tive Securities Beneficial	3. Ownership		4. Nature of Indirect Beneficial Ownership		
				ľ	Beneficially Owned (Instr. 4) Form: Direct or Indirect (I (Instr. 5)					
Common Stock, par value \$.01 per share					3,130,000	I	See F	Footnote <sup>(1)</sup>		
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)		
5.00% Exchangeable Senior Notes due 2021 <sup>(2)</sup>		2021 <sup>(2)</sup>	(3)	03/01/2021	Common Stock, par value \$.01 per share	2,907,329	8.26	I	See Footnote <sup>(1)</sup>	

## Explanation of Responses:

1. The reported securities are directly owned by certain private investment funds and managed accounts and may be deemed beneficially owned by Brigade Capital Management GP, LLC, the general partner of Brigade Capital Management, LP, the investment manager of such funds and accounts. Brigade Capital Management GP, LLC disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

2. The 5.00% Exchangeable Senior Notes due 2021 (the "Convertible Notes") bear interest at a rate of 5.00% per annum, with interest payable semiannually. The principal of the Convertible Notes is convertible into shares of the Issuer's Common Stock at any time after their issuance at a conversion price of approximately \$8.26 per share, subject to adjustment in certain circumstances in accordance with the terms of the Convertible Notes.

3. The Convertible Notes are exercisable at any time prior to the expiration date.

**Brigade Capital Management** GP, LLC, By: /s/ Donald E. Morgan, III, Managing Member

01/25/2017

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Date